

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
:
DELPHI CORPORATION, et al, : Case No. 05-4448 1 (RDD)
Debtors. : (Jointly Administered)
:
-----X

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF)
) ss:
)
COUNTY OF

being duly sworn, deposes and says:

1. I am a principal of Hack, Piro, O'Day, Merklinger, Wallace & McKenna (hereafter Hack, Piro) which firm maintains offices at 30 Columbia Turnpike, P.O. Box 941, Florham Park, New Jersey 07932.

2. Neither I, Hack, Piro, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. Hack, Piro, represents Delphi Corporation in a litigated matter filed in the Superior Court of New Jersey, Law Division, Middlesex County, Docket No. MID-L-2790-03.

4. The Debtors have requested, and Hack Piro has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and Hack Piro proposes, to render the following services to the Debtors: all services necessary to defend the Debtors in the defense of litigated matters, including the case filed in the Superior Court of New Jersey, Law Division, Middlesex County, Docket No. MID-L-2790-03.

5. Hack, Piro's current fee arrangement is \$145 per hour for attorney's fees, plus costs and expenses.

6. Except as set forth herein, no promises have been received by any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

7. Hack, Piro has no agreement with any entity to share with such entity any compensation received by Hack, Piro.

8. Hack, Piro and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. Hack, Piro does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, Hack, Piro, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which Hack, Piro is to be engaged.


10. The foregoing constitutes the statement of Patrick M. Sages, Esq. for Hack, Piro pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT



PATRICK M. SAGES, ESQ.

Subscribed and sworn before me
this 20th day of Dec, 2005



Notary Public

ELIZABETH R. FUTYMA
A Notary Public of New Jersey
My Commission Expires June 21, 2008

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CERTIFICATE OF SERVICE

STATE OF NEW JERSEY)
) ss:
)
COUNTY OF MIDDLESEX

Patrick M. Sages., being duly sworn, deposes and says that on December 20, 2005. he served the within Affidavit of Ordinary Course Professional upon the following by United States regular mail, postage prepaid:

Delphi Corporation
5725 Delphi Drive
Troy, Michigan 48098
Attn: General Counsel

Skadden, Arps, Slate, Meagher & Flom
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
Attn: John Wm. Butler, Jr., Esq.

U.S. Trustee
33 Whitehall Street, Suite 2100
New York, NH 10044
Attn: Alicia M. Leonhard, Esq.

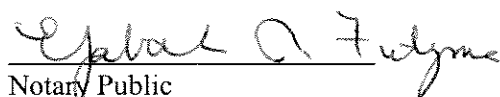
Latham & Watkins
885 Third Avenue
New York, New York 10022
Attn: Mark A. Broude, Esq.

Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017
Attn: Marissa Wesley, Esq.

Davis Polk & Wardell
450 Lexington Avenue
New York, New York 10017
Attn: Marlane Melican, Esq.


PATRICK M. SAGES, ESQ.

Subscribed and sworn before me
this 20th day of Dec., 2005


Notary Public

ELIZABETH R. FUTYMA
A Notary Public of New Jersey
My Commission Expires June 21, 2008